



Infotech Enterprises Limited

Regd. Office: 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity,
Madhapur, Hyderabad - 500 081.

Dear Shareholder(s),

Sub:- Passing of Resolution through Postal Ballot

In terms of the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended, the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot. The proposed resolution together with explanatory statement is enclosed. The resolution pertains to the revision of remuneration of Mr. Krishna Bodanapu, President & Chief Operating Officer of the Company. Mr. Krishna Bodanapu is a relative of Mr. B.V.R. Mohan Reddy, Chairman & Managing Director and Mrs. B. Sucharitha, Whole-Time Director of the Company.

Kindly accord your assent/dissent by way of postal ballot in the form annexed herewith so as to reach the Scrutineer at the registered office of the Company by 12 January 2013, in the attached postage pre-paid self-addressed envelope.

In case of e-voting, please accord your assent/dissent by accessing the website: www.evotingindia.com and logging in using your user ID, password and Income Tax PAN by 12 January 2013. The user ID and password are printed in the enclosed postal ballot form.

By Order of the Board

Sd/-

Sudheendhra Putty
Company Secretary

Place : Hyderabad
Date : 11 December 2012

RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

"RESOLVED THAT pursuant to the provisions of section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, the remuneration of Mr. Krishna Bodanapu shall be revised as under:

1. The increased remuneration shall take effect from 1 April 2012.
2. Total remuneration (including all allowances, benefits, amenities, facilities, gratuity, provident fund, superannuation fund, etc.,) shall not exceed Rs. 1,20,00,000/- (Rupees One crore and twenty lakhs only) per annum for the first year, and the remuneration may progressively go up with a contingent 25% hike thereon each year for the next five years, as per industry trends and practices, and an additional variable salary of 30%-50% of his Cost to Company based on his key performance indicators agreed at the beginning of the financial year. The remuneration from sixth year onwards will remain same as that of last drawn as at the end of fifth year until revised.
3. The remuneration will be governed by the Rules and Regulations of the Company as may be applicable to the other non-relative associates of the Company from time to time.
4. The present increase and any further revision in the above remuneration will be effective only after obtaining all necessary approvals in this regard."

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Mr. Krishna Bodanapu joined the Company in 2001 as Marketing Manager, when the engineering group in the Company was in its nascent stages. Over the years, he has been an outstanding contributor to the growth of the business and grew up the hierarchy in the Company holding the positions of Vice-President and Sr. Vice-President.

Presently, he is President and Chief Operating Officer (COO) of the Company with effect from 1 April 2012.

Mr. Krishna Bodanapu is a graduate in Electrical Engineering from Purdue University, USA and has done his Masters in Business Administration from Kellogg Business School, North Western University, USA.

Amongst the major achievements of Mr. Krishna Bodanapu, is the implementation of the verticalization in 2003-04 and the practice lead initiatives in 2007-08. Both these propelled the Company's performance and placed it on a robust and consistent growth trajectory. These have also helped in building strong relationships with extremely reputed companies across the globe.

Under Mr. Krishna Bodanapu's stewardship, *inter alia*, the revenues of the Engineering segment/vertical of the Company grew from Rs. 6,085.43 million in 2009-10 to Rs. 10,642.48 million in 2011-12; an increase of 74.9%. Over 4,500 associates were assigned to this segment headed by Mr. Krishna Bodanapu during the said period. The Engineering segment has over 160 customers.

Subsequent to the organizational changes effected in April 2012 when Mr. Krishna Bodanapu was appointed COO, all business operations including, delivery, sales, marketing, strategy and organizational excellence are reporting in to him.

The remuneration paid to Mr. Krishna Bodanapu during 2011-12 was Rs. 72 lakhs; this was based on the approvals obtained in April 2010.

In view of his new role and responsibilities in the Company as President & COO, and based on the recommendations of the Compensation Committee under the Chairmanship of Mr. M.M. Murugappan, the Board felt it appropriate that the remuneration of Mr. Krishna Bodanapu be revised to reflect the enhanced role and responsibility. The revision would be in line with the industry benchmark.

Mr. Krishna Bodanapu is a relative of Mr. B.V.R. Mohan Reddy, Chairman & Managing Director and Mrs. B. Sucharitha, Whole-Time Director of the Company. The revision of the remuneration and other terms and conditions therefore, needs prior approval of shareholders by a special resolution and the approval of the Central Government, in terms of the provisions of section 314(1B) of the Companies Act, 1956.

Yours Directors commend the resolution for your approval.

Except Mr. B.V.R. Mohan Reddy and Mrs. B. Sucharitha, none of the other directors of your company is in any way concerned or interested in this resolution.

By Order of the Board

Sd/-

Sudheendhra Putty
Company Secretary

Place : Hyderabad
Date : 11 December 2012

Notes:

1. The Notice is being sent by Post (or electronically, by email, to those shareholders who have registered their email addresses with the Company) to all Shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 7 December 2012.
2. A copy of the documents referred to in the Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. and 2.00 p.m. on any working day till the last date of voting i.e. 12 January 2013.
3. Please see the instructions for voting by postal ballot (including e-Voting) which have been printed herein.

INSTRUCTIONS FOR VOTING

Voting in Physical form:

1. A Shareholder desiring to exercise vote by Postal Ballot may complete the postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutineer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutineer. Postage will be borne and paid by the Company. However, the envelope containing the postal ballot form, if sent by courier or any other mode at the expense of the shareholder, will also be accepted.
2. Duly completed postal ballot form should reach not later than 6.00 p.m. on 12 January 2013. All postal ballot forms received thereafter will be treated as if the reply from the shareholder has not been received.
3. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for each folio irrespective of the number of joint holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by a Power of Attorney. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Governing Body.
6. Unsigned postal ballot forms will be rejected.
7. A shareholder need not use all his votes nor he needs to cast all his votes in the same manner.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutineer and any extraneous paper found in such envelope would be destroyed by the Scrutineer.
9. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholder for sending any other correspondence to the Company.
10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutineer not later than the date specified at instruction No. 2 above.

e-Voting Facility:

In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer **e-voting facility** as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under:

- i. Open the internet web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Click on "Sign-In → Shareholders"
- iii. On the Investor Voting Screen, select the "Electronic Voting Sequence Number (EVSN) along with INFOTECH ENTERPRISES LIMITED from the drop down menu and click on SUBMIT.

iv. Fill in the following details in the appropriate boxes:

	For shareholders holding shares in Demat Form	For shareholders holding shares in Physical Form
User-ID	For NSDL - 8 Character DP ID + 8 Digits Client ID; For CDSL - 16 digits beneficiary ID	Registered Folio Number with the Company
Password :- For shareholders whose email addresses are registered with the Company	Your Unique password has been mentioned in the email vide which the Postal Ballot Notice has been emailed to you.	Your Unique password has been mentioned in the email vide which the Postal Ballot Notice has been emailed to you.
For shareholders whose email addresses are not registered with the Company	Your Unique password has been printed on the Postal Ballot Form.	Your Unique password has been printed on the Postal Ballot Form.
PAN or Default Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.	Enter the Default Number that would be emailed to you by the Registrars on your email id as provided by you as aforesaid.

After entering these details appropriately, click on "SUBMIT".

- v. The shareholders holding shares in physical form will then reach directly to the voting screen. However, shareholders holding shares in Demat form will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. Date of Birth, Mobile number and email-id. Kindly remember that this password can be used by the Demat shareholders for voting for resolution of any other Company in which they are eligible to vote, provided that Company opts for e-voting. However, for shareholders holding shares in physical form, the password and default number can only be used for e-voting on the resolution contained in this Postal Ballot Notice.
- vi. On the voting page, you will see Resolution Description and option for voting YES/NO against Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
- vii. Click on the Resolution File Link if you wish to view the entire resolution file.
- viii. Enter the number of shares (which represents number of votes) under YES/NO, but not exceeding your total holding.
- ix. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
- x. Once you have confirmed your vote on the resolution, you will not be allowed to modify your vote.
- xi. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutineer through e-mail at schid285@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
- xii. Kindly note that the shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and *vice versa*. However, in case shareholders cast their vote both via Physical Ballot and e-voting, then voting validly done through Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.
- xiii. If you are a shareholder holding shares in demat form and had logged on to www.evotingindia.com and cast your vote for an earlier EVSN of any company, then you may use your existing log-in id and password.
- xiv. If you wish to provide feedback on the e-voting system click on Suggestions. In case you have any queries or issues regarding e-voting, please contact on the helpdesk.evoting@cdslindia.com, or on company.secretary@infotech-enterprises.com

General

- a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date fixed for the purpose i.e., 7 December 2012.
- c) Voting period commences on and from 10.00 p.m. on 13 December 2012 and ends at 6.00 p.m. on 12 January 2013.
- d) The date of declaration of results of the postal ballot (i.e., 14 January 2013) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.